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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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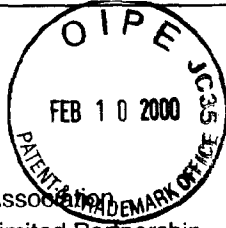
To the Honorable Commissioner of F

101294303

Attached original documents or copy thereof.

1. Name of conveying party(ies):

E-TEK, INC.



- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 30, 1999

2. Name and address of receiving party(ies)

Name: DE NORA NORTH AMERICA, INC.

Internal Address: _____

Street Address: 39 Veronica Avenue

City: Somerset State: NJ ZIP: 08873

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75/602,479
Filed: Dec. 10, 1998

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bierman, Muserlian and Lucas

Internal Address: _____

Street Address: 600 Third Avenue

City: New York State: NY ZIP: 10016

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6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Charles A. Muserliab
Name of Person Signing

Signature

Feb. 10, 2000
Date

Total number of pages including cover sheet, attachments, and document: 6

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Edward J. Freel*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

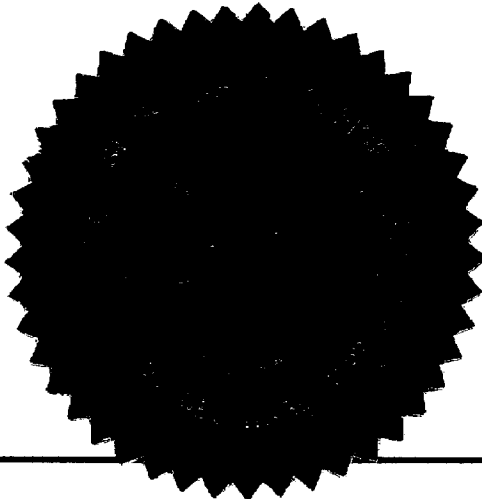
6. *the third day of February, A.D. 2000*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0123189*

9. *Seal/Stamp:*

10. *Signature:*



Edward J. Freel

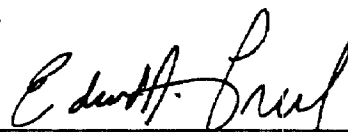
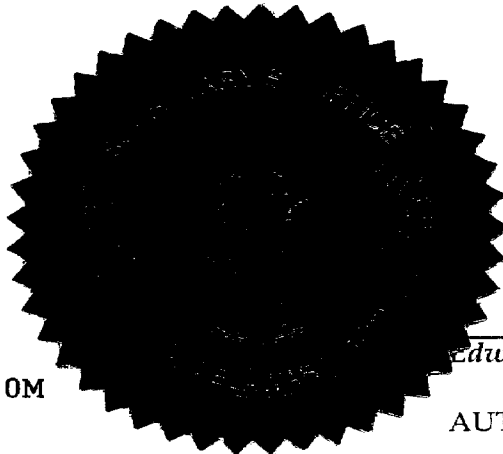
Secretary of State

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"E-TEK, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "DE NORA NORTH AMERICA, INC." UNDER THE NAME OF "DE NORA NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-03-00

DATE:

TRADEMARK

REEL: 002037 FRAME: 0322

CERTIFICATE OF MERGER
OF
E-TEK, INC.
AND
De NORA NORTH AMERICA, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) E-Tek, Inc., which is incorporated under the laws of the Commonwealth of Massachusetts;
 - (ii) De Nora North America, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by De Nora North America, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and by E-Tek, Inc. in accordance with the provisions of Section 79 of the Massachusetts Business Corporation Law.
3. The name of the surviving corporation in the merger herein certified is De Nora North America, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.
4. The certificate of incorporation of De Nora North America, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

39 Veronica Avenue
Somerset, NJ 08873

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of the aforesaid constituent corporations.

7. The authorized capital stock of E-Tek, Inc. consists of 1,000 shares of common stock, par value per share.

8. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of E-Tek, Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceedings to enforce the rights, if any, of any stockholder of E-Tek, Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

39 Veronica Avenue
Somerset, NJ 08873

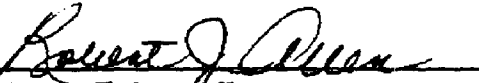
9. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective upon the filing of a Certificate of Merger with Delaware's Secretary of State and the filing of Articles of Merger with the Secretary of Commonwealth of the Commonwealth of Massachusetts, insofar as the General Corporation Law of the State of Delaware or the laws of the Commonwealth of Massachusetts shall govern said effective date.

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IN WITNESS HEREOF, the parties hereto have caused this Certificate of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

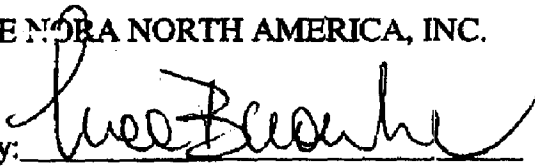
Dated: June 30, 1999

E-TEK, INC.

By: 
Name: Robert Allen
Title: Vice President

Dated: June 30, 1999

DE NOVA NORTH AMERICA, INC.

By: 
Name: Luca Buonerba
Title: President